

No.1864469

The Companies Acts 1948 to 1981

The Companies Act 1985

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Company Limited by Shares

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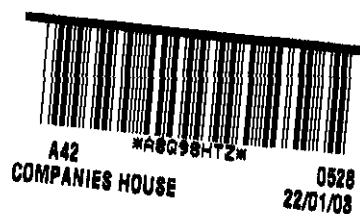
**MEMORANDUM**  
and  
**ARTICLES OF ASSOCIATION**  
-of-

**GA PROPERTY SERVICES LIMITED**

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Incorporated the 19th day of November 1984

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**CERTIFICATE OF INCORPORATION**  
**ON CHANGE OF NAME**

Company No. 1864469

The Registrar of Companies for England and Wales hereby certifies that

GA PROPERTY SERVICES LIMITED

having by special resolution changed its name, is now incorporated  
under the name of

YOUR-MOVE.CO.UK LIMITED

Given at Companies House, London, the 29th November 1999

*N. Richards.*  
MR. N. RICHARDS

For The Registrar Of Companies



C O M P A N I E S H O U S E

**CERTIFICATE OF INCORPORATION  
OF A PRIVATE LIMITED COMPANY**

**No: 1864469**

I hereby certify that

**AVONLACE LIMITED**

is this day incorporated under the Companies Acts 1948 to 1981  
as a private company and that the Company is limited.

Given under my hand at the Companies Registration Office,  
Cardiff the 19th November 1984

**P.C. COATES**  
an authorised officer

**CERTIFICATE OF INCORPORATION  
ON CHANGE OF NAME**

**No: 1864469**

I hereby certify that

**AVONLACE LIMITED**

having by special resolution changed its name, is now incorporated  
under the name of

**FOX & SONS (WESTERN) LIMITED**

Given under my hand at the Companies Registration Office,  
Cardiff the 1st April 1985

**P.C. COATES**  
an authorised officer

**CERTIFICATE OF INCORPORATION  
ON CHANGE OF NAME**

**No: 1864469**

I hereby certify that

**FOX & SONS (WESTERN) LIMITED**

having by special resolution changed its name, is now incorporated  
under the name of

**GA PROPERTY SERVICES (WEST) LIMITED**

Given under my hand at the Companies Registration Office,  
Cardiff the 21st April 1989

**A.M. EVANS**  
an authorised officer

**CERTIFICATE OF INCORPORATION  
ON CHANGE OF NAME**

**No: 1864469**

I hereby certify that

**GA PROPERTY SERVICES (WEST) LIMITED**

having by special resolution changed its name, is now incorporated  
under the name of

**GA PROPERTY SERVICES LIMITED**

Given under my hand at the Companies Registration Office,  
Cardiff the 1st April 1991

**P. DAVIDSON (MRS)**  
an authorised officer

Company No. 1864469

GA Property Services Limited

Written Resolutions passed by the members on Thursday 31 December 1992 in terms of section 381A of the Companies Act 1985.

Share  
Capital:

It was resolved

1. That the authorised share capital of the Company be and is hereby increased to £94,000,000 by the creation of 19,000,000 three per cent redeemable non-cumulative preference shares of £1.00 each (the preference shares) such shares having attached thereto the rights and being subject to the limitations contained in the articles of association and set below.
2. That the board of directors be and are hereby empowered pursuant to section 80 of the Companies Act 1985 to allot preference shares up to an aggregate nominal amount equivalent to the unissued preference share capital of the Company, such authority to expire on 30 December 1997.
3. That the preference shares shall rank pari passu with each other and in priority to the ordinary shares but shall otherwise have the rights and be subject to the limitations set out below:
  - a. The preference share holders shall not be entitled to receive notice of meetings or to attend or vote at general meetings of the Company.
  - b. The preference shares shall entitle the holders thereof to a fixed non-cumulative preferential gross dividend at the rate of three per cent per annum payable half yearly in arrears on 1 January and 1 July or the next working day thereafter, the first dividend to be payable on 1 July 1993.
  - c. The preference shares shall entitle the holders thereof on a winding up or on a reduction of capital involving a return of capital pari passu with any further preference shares created to rank pari passu therewith as regards priority in respect of capital, and in priority to any return of capital on any other classes of shares, to repayment of the capital paid up thereon.

Articles of  
Association:

It was resolved as a SPECIAL RESOLUTION

That the following new article 2A be and is hereby incorporated into the articles of association of the Company:

- (a) At the date of adoption of these articles of association the authorised share capital of the Company is £94,000,000 divided into 75,000,000 ordinary shares of £1.00 and 19,000,000 three

per cent redeemable non-cumulative preference shares  
(preference shares) of £1.00.

- (b) The preference shares shall be redeemed at par at the option of the Company on or before the tenth anniversary of their allotment and in any case not later than 31 December 2002.

Certified a true copy

[Signed]  
Secretary



Company Number: 1864469

COMPANIES ACT 1985  
COMPANY LIMITED BY SHARES

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SPECIAL RESOLUTIONS

OF

your-move.co.uk Limited

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Passed on 6 December 2002

At an Extraordinary General Meeting of the above-named Company, duly convened and held at St Helen's, 1 Undershaft, London EC3P 3DQ, the following resolutions were duly passed as Special Resolutions of the Company:

Special Resolutions

1. THAT the authorised share capital of the Company be and is hereby increased from £175,800,000 to £186,300,000 by the creation of 10,500,000 Redeemable Ordinary Shares of £1 each.
2. THAT the Articles of Association of the Company be altered by the deletion in its entirety of existing Clause 2A (a) and Clause 2A (b) and the substitution of a new Clause 2A (a) and Clause 2A (b) :

"2A (a)      The Company's authorised share capital at the date of adoption of this article is £186,300,000 divided into 156,800,000 Ordinary Shares of £1 each ("Ordinary Shares"), 19,000,000 3% Redeemable Non-Cumulative Preference Shares of £1 ("Preference Shares") and 10,500,000 Redeemable Ordinary Shares of £1 each ("Redeemable Ordinary Shares").

2A (b)      The Preference Shares shall be redeemed at par at the option of the Company.

3. THAT the Articles of Association of the Company be altered by the addition of the following new Articles 2B to 2I:

"2B      The Ordinary Shares and Redeemable Ordinary Shares rank pari passu but they constitute separate classes of shares.

2C Subject to the provisions of the articles and the Act the Redeemable Ordinary Shares may be redeemed in whole or in part:

(a) by any holder of the Redeemable Ordinary Shares at any time or:

(b) by the Company at any time.

2D The redemption money payable on each Redeemable Ordinary Share is the nominal value of the share.

2E Redemption is effected by giving to the holders of the Redeemable Ordinary Shares to be redeemed or, in the case of a redemption by the holders, to the Company, notice in writing of the redemption (a "**redemption notice**"). The redemption notice shall state:

(a) the Redeemable Ordinary Shares to be redeemed and the redemption money payable thereon; and

(b) the place at which certificates for the Redeemable Ordinary Shares are to be presented for redemption, which shall be the registered office of the Company.

No defect in the redemption notice or in the giving thereof shall affect the validity of the redemption proceedings.

2F On the redemption date each holder whose Redeemable Ordinary Shares are to be redeemed shall deliver to the Company at the place stated in the redemption notice the certificate (or certificates) for those shares. On receipt, the Company shall pay to the holder (or, in the case of joint holders, to the holder whose name stands first in the register in respect of the Redeemable Ordinary Shares) the redemption money due to him. The redemption money shall be paid to the holder within five business days of receipt of the certificate (or certificates) or an indemnity in respect of any lost certificate (or certificates) in a form satisfactory to the directors. If a certificate includes Redeemable Ordinary Shares not redeemable on that occasion, a new certificate for the balance of the Redeemable Ordinary Shares shall be issued to the holder without charge.

2G If a holder whose Redeemable Ordinary Shares are to be redeemed fails to deliver the certificate (or certificates) for those shares to the Company (or an indemnity in respect of any lost certificate (or certificates) in a form satisfactory to the directors), the Company may retain the redemption money pending receipt of such certificate (or certificates). No person has a claim against the Company for interest on retained redemption money.

- 2H The directors may, pursuant to the authority given by the adoption of this article, consolidate and sub-divide the share capital available for issue as a consequence of a redemption of Redeemable Ordinary Shares into Ordinary Shares or any other class of share into which the authorised share capital of the Company is at the time divided, each of a like nominal amount as the shares of that class then in issue, or into unclassified shares of the same nominal amount as the Redeemable Ordinary Shares. The directors may issue shares in anticipation of redemption to the extent permitted by the Act and the articles.
- 2I All references in these articles to shares are deemed to include, as the context requires, a reference to Ordinary Shares and/or Redeemable Ordinary Shares."
4. THAT the directors be and are hereby generally and unconditionally authorised, pursuant to Section 80 of the Companies Act 1985 ("CA 1985"), to allot and to make offers or agreements to allot relevant securities up to a maximum value of £186,300,000, such authority to expire on 5 December 2007. In accordance with Section 95(2) CA 1985, Section 89(1) CA 1985 shall not apply to such authority.

Certified to be a true extract



Authorised Signatory  
Aviva Company Secretarial Services Limited  
Secretary

The Companies Acts 1948 to 1981  
The Companies Act 1985

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Company Limited by Shares

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**MEMORANDUM OF ASSOCIATION**

(as amended by Resolution dated 3rd March 1992)

-of-

**GA PROPERTY SERVICES LIMITED**

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1. The name of the Company is "GA Property Services Limited".
2. The registered office of the Company will be situate in England.
3. The objects for which the Company is established are:-
  - (a) To carry on all or any of the businesses of surveyors estate agents valuers assessors appraisers property sales and business transfer agents house and building society agents insurance life assurance and mortgage brokers and agents and financial intermediaries of all kinds property managers consultants and advisers industrial development consultants architects rating and valuation consultants rent and debt collectors general and commission agents and to advise on and negotiate on behalf of clients for purchase rent hire take on lease or in exchange or otherwise acquire for development investment or resale and on behalf of clients to acquire or grant options over mortgage charge let on lease dispose of or otherwise deal with any lands houses shops or other buildings or real or personal property of any tenure or any interest therein to act as auctioneers and conduct sale rooms in respect of land buildings whether industrial agricultural or residential objets d'art antiques furniture personal effects livestock industrial and agricultural equipment machinery or implements to provide create establish and maintain a service and an

organisation for and to act as specialists in planning and preparing designs drawings surveys plans models and the like for use in connection with building and engineering works machinery installation and other projects and undertakings of every description to maintain an organisation for the provision of a drawing office and design service to engineers builders contractors and others to hire and let on hire staff and personnel of every kind to act as advisers on all matters relating to the planning specification estimating and reporting of alternative methods of layout and other building problems and to collect and disseminate information and data of all kinds in connection therewith to advise on possible systems and layout and to supply estimates as to costs to supply specifications to carry out surveys to obtain tenders and quotations to draw up contracts to obtain and place orders for the erection maintenance and refurbishment of buildings factories and works and for the supply of all machinery fittings plant and other requisites in relation to the erection maintenance or refurbishment thereof to make applications for planning permission council approval licences and the like and for financial assistance and grants in respect of building projects to undertake supervision for building contracts and generally to manufacture buy sell and deal in plant machinery tools implements materials commodities substances and articles of all kinds necessary or useful for carrying on the foregoing businesses or any of them or likely to be required by customers of or persons having dealings with the Company.

- (b) To carry on any other trade or business whatever which can in the opinion of the Board of Directors be advantageously carried on in connection with or ancillary to any of the businesses of the Company but provided always that the objects trades or functions of the Company shall at all times be consistent with any rules for the time being imposed by the Royal Institution of Chartered Surveyors and by the Council of any Division of the said institution of which any Director of the Company is a member.
- (c) To purchase or by any other means acquire and take options rights or privileges over any property land or buildings in which or in connection with which the business of the Company will be conducted.
- (d) To apply for register purchase or by other means acquire and protect prolong and renew whether in the United Kingdom or elsewhere any patents patent rights brevets d'invention licences secret processes trade marks designs protections and concessions and to disclaim alter modify use and turn to account and to manufacture under or grant licences or privileges in respect of the same and to expend money in experimenting upon testing and

improving any patents inventions or rights which the Company may acquire or propose to acquire.

- (e) To acquire or undertake subject to any appropriate consent obtained from the Royal Institution of Chartered Surveyors the whole or any part of the business goodwill and assets of any person firm or company carrying on or proposing to carry on any of the businesses which the Company is authorised to carry on and as part of the consideration for such acquisition to undertake all or any of the liabilities of such person firm or company or to acquire an interest in amalgamate with or enter into partnership or into any arrangement for sharing profits or for co-operation or for mutual assistance with any such person firm or company or for subsidising or otherwise assisting any such person firm or company and to give or accept by way of consideration for any of the acts or things aforesaid or property acquired any shares debentures debenture stock or securities that may be agreed upon and to hold and retain or sell mortgage and deal with any shares debentures debenture stock or securities so received.
- (f) To improve manage construct repair mortgage charge sell dispose of grant licences options rights and privileges in respect of all or any part of the property and rights of the Company.
- (g) To invest and deal with the moneys of the Company not immediately required in such manner as may from time to time be determined and to hold or otherwise deal with any investments made provided always that nothing in this sub-clause shall be construed so as to permit the Company to deal in land buildings or other real property generally.
- (h) To lend and advance money or give credit on such terms as may seem expedient and with or without security to customers and others to enter into guarantees contracts of indemnity and suretyships of all kinds to receive money on deposit or loan upon any terms and to secure or guarantee the payment of any sums of money or the performance of any obligation by any company firm or person including any holding company subsidiary or fellow subsidiary company in any manner.
- (i) To borrow and raise money in any manner and to secure the repayment of any money borrowed raised or owing by mortgage charge standard security lien or other security upon the whole or any part of the Company's property or assets (whether present or future) including its uncalled capital and also by a similar mortgage charge standard security lien or security to secure and guarantee the performance by the Company of any obligation or liability it may undertake or which may become binding on it. To enter into policies of insurance in relation to professional practice indemnity so that the amount of

the insurance cover thereby provided shall not be less than that for the time being prescribed by the Royal Institution of Chartered Surveyors.

- (j) To enter into policies of insurance in relation to professional practice indemnity so that the amount of the insurance cover thereby provided shall not be less than that for the time being prescribed by the Royal Institution of Chartered Surveyors.
- (k) To draw make accept endorse discount negotiate execute and issue cheques bills of exchange promissory notes bills of lading warrants debentures and other negotiable or transferable instruments.
- (l) To apply for promote and obtain any Act of Parliament, order or licence of the Department of Trade or other authority for enabling the Company to carry any of its objects into effect, or for effecting any modification of the Company's constitution, or for any other purpose which may seem calculated directly or indirectly to promote the Company's interests, and to oppose any proceedings or applications which may seem calculated directly or indirectly to prejudice the Company's interests.
- (m) To enter into any arrangements with any government or authority (supreme, municipally local or otherwise) that may seem conducive to the attainment of the Company's objects or any of them, and to obtain from any such government or authority any charters, decrees, rights, privileges or concessions which the Company may think desirable and to carry out, exercise and comply with any such charters, decrees, rights, privileges and concessions.
- (n) To subscribe for, take, purchase or otherwise acquire, hold, sell, deal with and dispose of, place and underwrite shares, stocks, debentures, debenture stocks, bonds, obligations or securities issued or guaranteed by any other company constituted or carrying on business in any part of the world, and debentures, debenture stocks, bonds, obligations or securities issued or guaranteed by any government or authority, municipal, local or otherwise, in any part of the world.
- (o) To control, manage, finance, subsidise, co-ordinate or otherwise assist any company or companies in which the Company has a direct or indirect financial interest, to provide secretarial, administrative, technical, commercial and other services and facilities of all kinds for any such company or companies and to make payments by way of subvention or otherwise and any other arrangements which may seem desirable with respect to any business or operations of or generally with respect to any such company or companies.
- (p) To promote any other company for the purpose of acquiring the whole or any part of the Business or property or undertaking or any of the liabilities of the Company, or of

undertaking any business or operations which may appear likely to assist or benefit the Company or to enhance the value of any property or business of the Company, and to place or guarantee the placing of, underwrite, subscribe for, or otherwise acquire all or any part of the shares or securities of any such company as aforesaid.

- (q) To sell or otherwise dispose of the whole or any part of the business or property of the Company, either together or in portions, for such consideration as the Company may think fit, and in particular for shares, debentures, or securities of any company purchasing the same.
- (r) To act as agents or brokers and as trustees for any person, firm or company, and to undertake and perform sub-contracts.
- (s) To remunerate any person, firm or company rendering services to the Company either by cash payment or subject to appropriate consent of the Royal Institution of Chartered Surveyors, by the allotment to him or them of shares or other securities of the Company credited as paid up in full or in part or otherwise as may be thought expedient.
- (t) To pay all or any expenses incurred in connection with the promotion, formation and incorporation of the Company, or to contract with any person, firm or company to pay the same, and to pay commissions to brokers and others for underwriting, placing, selling or guaranteeing the subscription of any shares or other securities of the Company.
- (u) To support and subscribe to any charitable or public object and to support and subscribe to any institution, society or club which may be for the benefit of the company or its directors or employees, or may be connected with any town or place where the Company carries on business; to give or award pensions, annuities, gratuities and superannuation or other allowances or benefits or charitable aid and generally to provide advantages, facilities and services for any persons who are or have been directors of, or who are or have been employed by, or who are serving or have served the Company, or any company which is a subsidiary of the Company or the holding company of the Company or a fellow subsidiary of the Company or the predecessors in business of the Company or of any such subsidiary, holding or fellow subsidiary company and to the wives, widows, children and other relatives and dependants of such persons; to make payments towards insurance; and to set up, establish, support and maintain superannuation and other funds or schemes (whether contributory or non-contributory) for the benefit of any of such persons and of their wives, children and other relatives and dependants and to set up, establish, support and maintain profit sharing of share purchase schemes for the benefit of any of the employees of the Company or of any such subsidiary, holding or



fellow subsidiary company and to lend money to any such employees or to trustees on their behalf to enable any such purchase schemes to be established or maintained.

- (v) To distribute among the Members of the Company in kind any property of the Company of whatever nature.
- (w) To procure the Company to be registered or recognised in any part of the world.
- (x) To do all or any of the things or matters aforesaid in any part of the world and either as principals, agents, contractors or otherwise, and by or through agents, brokers, sub-contractors or otherwise and either alone or in conjunction with others.
- (y) To do all such other things as may be deemed incidental or conducive to the attainment of the Company's objects or any of them.

The objects set forth in each sub-clause of this clause shall not be restrictively construed but the widest interpretation shall be given thereto, and they shall not, except where the context expressly so requires, be in any way limited or restricted by reference to or inference from any other object or objects set forth in such sub-clauses or from the terms of any other sub-clause or from the name of the Company. None of such sub-clauses or the object or objects therein specified or the powers thereby conferred shall be deemed subsidiary or ancillary to the objects or powers mentioned in any other sub-clause, but the Company shall have as full a power to exercise all or any of the objects conferred by and provided in each of the said sub-clauses as if each sub-clause contained the objects of a separate company. The word "company" in this clause, except where used in reference to the Company, shall be decreed to include any partnership or other body or persons, whether incorporated unincorporated and whether domiciled in the United Kingdom or elsewhere.

- 4. The liability of the Members is limited.
- 5. The share capital of the Company is £94,000,000 divided into 75,000,000 ordinary shares of £1 each and 19,000,000 three per cent redeemable non-cumulative preference shares of £1 each.\*

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\*-(i) By Special Resolution passed on the 3rd day of April 1985, the authorised share capital of the Company was increased from £100 to £1,000,000 by the creation of 999,900 ordinary shares of £1 each. By Special Resolution passed on the 6th day of September 1991, the authorised share capital of the Company was further increased to £75,000,000 by the creation of 74,000,000 ordinary shares of £1 each. By Written Resolution passed on the 31st day of December 1992, the authorised share capital of the Company was further increased to £94,000,000 by the creation of 19,000,000 three per cent redeemable non-cumulative preference shares of £1 each.

**\*(ii) On 29 December 1995 the authorised share capital of the Company was increased from £94,000,000 to 100,000,000 by the creation of an additional 6,000,000 Ordinary Shares of £1 each.**

**On 17 December 1996 the authorised share capital of the Company was increased from £100,000,000 to £125,000,000 by the creation of 25,000,000 Ordinary Shares of £1 each**

**On 24 July 2000 the authorised share capital of the Company was increased from £125,000,000 to £175,000,000 by the creation of 50,000,000 Ordinary Shares of £1 each.**

**On 20 December 2001 the authorised share capital of the Company was increased from £175,000,000 to £175,800,000 by the creation of an additional 800,000 Ordinary Shares of £1 each.**

**On 6 December 2002 the authorised share capital of the Company was increased from £175,800,000 to £186,300,000 by the creation of 10,500,00 Redeemable Ordinary Shares of £1 each.**

**The Company's authorised share capital is currently comprised of 156,800,000 Ordinary Shares of £1 each, 19,000,000 3% Redeemable Non-Cumulative Preference Shares of £1 each and 10,500,000 Redeemable Ordinary Shares of £1 each**

The Companies Acts 1948 to 1981

The Companies Act 1985

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Company Limited by Shares

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**ARTICLES OF ASSOCIATION**

(adopted by Resolution dated 3rd March 1992)

-of-

**GA PROPERTY SERVICES LIMITED**

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**PRELIMINARY**

1.1 In these Articles:-

"the Act"

means the Companies Act 1985 and every statutory modification or re-enactment thereof for the time being in force;

"Table A"

means Table A in the Schedule to the Companies (Tables A to F) Regulations 1985 as amended by the Companies (Tables A to F) (Amendment) Regulations 1985;

- 1.2 Regulations 3, 24, 35, 73 to 81 inclusive, and 118 of Table A shall not apply to the Company, but the Articles hereinafter contained and the remaining Regulations of Table A, subject to modifications hereinafter expressed, shall constitute the Articles of Association of the Company.

WE, the several persons whose names and addresses are subscribed, are desirous of being formed into a Company, in pursuance of this Memorandum of Association, and we respectively agree to take the number of shares in the capital of the Company set opposite our respective names.

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Names, addresses and descriptions of Subscribers

Number of Shares  
taken by each  
Subscriber

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Michael Richard Counsell,  
15 Pembroke Road,  
Bristol. BS99 7DX  
Commercial Manager.

- one

Christopher Charles Hadler,  
15 Pembroke Road,  
Bristol. BS99 7DX  
Commercial Manager.

- one

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Dated 2.7.84

Witness to the above Signatures:-

Errol Sandiford,  
15 Pembroke Road,  
Bristol. BS99 7DX  
Clerk.

## SHARE CAPITAL

- 2.1 The provisions of Section 89(1) of the Act shall not apply to the Company.
- 2.2 Any share may, with the sanction of a Special Resolution, be issued on the terms that it is or, at the option of the Company or of the holder of such share, is liable to be redeemed.
- 2.3 Subject to the provisions of the Act, the Company may purchase any of its own shares.
- 2.4 Subject to the provisions of the Act, the Company may make a payment in respect of any redemption or purchase, pursuant to Articles 2.2 or 2.3 (as the case may be) of any of its own shares otherwise than out of distributable profits of the Company or the proceeds of a fresh issue of shares.
- 2A (a) At the date of adoption of these Articles of Association the authorised share capital of the Company is £94,000,000 divided into 75,000,000 ordinary shares of £1.00 and 19,000,000 three per cent redeemable non-cumulative preference shares (preference shares) of £1.00.
- (b) The preference shares shall be redeemed at par at the option of the Company on or before the tenth anniversary of their allotment and in any case not later than 31st December, 2002.

## PROCEEDINGS AT GENERAL MEETINGS

- 3.1 A proxy shall be entitled to vote on a show of hands and Regulation 54 of Table A shall be modified accordingly.
- 3.2 In the case of a corporation a director or the secretary thereof shall be deemed to be a duly authorised representative for the purpose of Regulation 53 of Table A. In the case of joint holders of a share the signature of any one of such joint holders shall be sufficient for the purposes of Regulation 53 aforesaid.

## DIRECTORS

4. A Director shall not be required to hold any qualification shares in the Company.

## POWERS AND DUTIES OF DIRECTORS

- 5.1 Subject to the provisions of the Act a Director may be interested directly or indirectly in any contract or arrangement or in any proposed contract or arrangement with the Company or with any other company in which the Company may be interested and he may hold and be remunerated in respect of any office or place of profit (other than the office of auditor of the Company or any subsidiary thereof) under the Company or any such other company and he or any firm of which he is a member may act in a professional capacity for the Company or any such other company and be remunerated therefore. Notwithstanding his interest a Director may vote on any matter in which he is interested and be included for the purpose of a quorum at any meeting at which the same is considered and he may retain for his own benefit all profits and advantages accruing to him. Regulations 85, 94 and 95 of Table A shall be modified accordingly.
- 5.2 It shall not be necessary for the Directors to sign a book recording their attendances at meetings of Directors and Regulation 100 of Table A shall be modified accordingly.

## APPOINTMENT AND DISQUALIFICATION OF DIRECTORS

- 6.1 Without prejudice to the powers of the Company under Section 303 of the Act to remove a Director by Ordinary Resolution, the holder or holders for the time being of more than one half of the issued Ordinary Shares of the Company shall have the power from time to time and at any time to appoint any person or persons as a Director or Directors either as additional Director or to fill any vacancy and to remove from office any Director howsoever appointed. Any such appointment or removal shall be effected by an instrument in writing signed by the member or members making the same or in the case of a member being a company signed on its behalf by one of its directors and shall take effect upon lodgment at the registered office of the Company.
- 6.2 The office of a Director shall be vacated:-
- (i) if by notice in writing to the Company he resigns the office of Director;

- (ii) if he shall for more than six months have been absent without permission of the Directors from meetings of the Directors held during that period, unless he shall have appointed an Alternate Director who has not been similarly absent during such period;
- (iii) if he becomes bankrupt or enters into any arrangement with his creditors;
- (iv) if he is prohibited from being a Director by an order made under any provision of the Act;
- (v) if he becomes of unsound mind;
- (vi) if he is removed from office under Article 6.1

6.3 Unless and until otherwise determined by the Company or in any particular case, no Director shall vacate or be required to vacate his office as a Director on or by reason of his attaining or having attained the age of seventy, and any person proposed to be appointed a Director shall be capable of being appointed as a Director notwithstanding that he has attained the age of seventy, and no special notice need be given of any resolution for the appointment as a Director of a person who shall have attained the age of seventy and it shall not be necessary to give to the members notice of the age of any Director or person proposed to be appointed as such.

6.4 The Directors may from time to time appoint any person to be an official of the Company to be known as a "Divisional Director" or a "Finance Director" or an "Area Director" and may from time to time remove any such person from such appointment with or without appointing another in his place.

6.4.1 The Directors may from time to time define, limit and restrict the powers, authority and discretion and may fix and determine the remuneration, duties and immunities of such Directors.

6.4.2 Persons holding such appointments shall not be entitled to attend at meetings of the Board except as may from time to time be determined by the Board, nor shall they be counted in the quorum at any meeting of the Board.

6.4.3 Persons holding such appointments shall not be deemed to be Directors of the Company within the meaning or for the purposes of the expression "Director" or "Directors" used in these Articles, which expression shall not include such a Director unless the context so requires.

## PROCEEDINGS OF DIRECTORS

- 7.1 Any Director or member of a committee of the Board may participate in a meeting of the Directors or such committee by means of conference telephone or similar communications equipment whereby all persons participating in the meeting can hear each other and participation in a meeting in this manner shall be deemed to constitute presence in person at such meeting.
- 7.2 The following sentence shall be added to Regulation 72 of Table A: "Any committee shall have power unless the Directors direct otherwise to co-opt as a member or members of the committee for any specific purpose any person or persons although not being a Director of the Company".

## INDEMNITY

8. Every Director other officer of the Company shall be entitled to be indemnified out of the assets of the Company against all costs, charges, losses, expenses and liabilities which he may sustain or incur in or about the execution of the duties of his office or otherwise in relation thereof, including any liability incurred by him in defending any proceedings, whether civil or criminal, in which judgment is given in his favour or in which he is acquitted or in connection with any application under Section 727 of the Act in which relief is granted to him by the court, and no Director or other officer shall be liable for any loss, damage or misfortune which may happen to or be incurred by the Company in the execution of the duties of his office or in relation thereto. But this Article shall only have effect insofar as its provisions are not avoided by Section 310 of the Act.

## RULES OF CONDUCT

9. It shall be the duty of the Directors to ensure that any business of surveying for the time being carried on by the Company shall at all times be conducted in accordance with the Rules of Conduct for the time being of The Royal Institution of Chartered Surveyors.